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**MARVEL
COMICS
GROUP**

NO. 38
WEEK ENDING
JUNE 29, 1977

THE GREATEST SUPERHERO OF ALL!

CAPTAIN BRITAIN

10¢

THE STAR
SCEPTRE-- I
CAN'T FLY
WITHOUT IT!
I'M FALLING!

FACE
IT, CHUM...
YOU'VE
HAD IT!

PAOLO
MARCO

THE
DEADLY
DUEL!

Stan Lee
PRESENTS:

CAPTAIN BRITAIN!™

WHEN HERO *Turns* Villain!

PLOT BY BOB BUDIANSKY * SCRIPT BY JIM LAWRENCE
ART BY RON WILSON & PABLO MARCOS
ZIPS BY MARK ESPOSITO * LETTERS BY J. WATANABE
EDITED BY LARRY LIEBER

WHILE BRIAN BRADDOCK LIES
BRUISED AND UNCONSCIOUS NEAR
JACKO TANNER'S BOMB-WRECKED
CAR--THEIR SWAGGERING ATTACKER
ROARS OFF TRIUMPHANTLY INTO
THE NIGHT!

TWO MORE STRETCHER
CASES WOT'LL KNOW BET-
TER NEXT TIME THAN I!
MESS ABOUT WIV THE
HIGHWAYMAN!

BUT SO MUCH FER FUN 'N GAMES!
NOW THAT I'VE HAD ME SPORT, IT'S
TIME T' KEEP ME DATE WIV THE
MANIPULATOR...

... 'CAUSE THAT'S
ONE BLOKE IT AIN'T
HEALTHY T' STAND
UP!

PRESENTLY, YOUTHFUL EYES
FLICKER OPEN--

UHHMMHH...
WHERE AM I?

WAIT... I RE-
MEMBER NOW... WE
GOT CLOBBERED
BY THAT INSANE
MOTORCYCLIST!

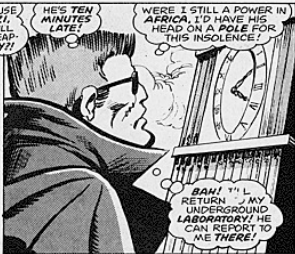
NOTHING BROKEN, BUT
I ACHIE ALL OVER...

... ESPECIALLY WHEN
I MOVE! BUT CAN'T
WORRY ABOUT
THAT NOW!

MUST PULL
JACKO FROM
THE
WRECKAGE!

THE RECK-
LESS IDIOT!
--HE'S LUCKY
TO STILL BE
ALIVE!





SOON THE M-20 LOOKS LIKE A BOMB-BLITZED PANZER PLAYGROUND AS THE TIDE OF BATTLE SURGES BACK AND FORTH!



NOW'S ME CHANCE--WHILE HE'S STILL DOWN!



-- BUT ONE, TWO, THREE!



WITH HIS REFLEXES ROCKY FROM THE ROAD CRASH--CAPTAIN BRITAIN CAN BARELY DIRECT THE STAR SCOUT'S ENERGY TO SHIELD HIMSELF FROM THE BLASTS!

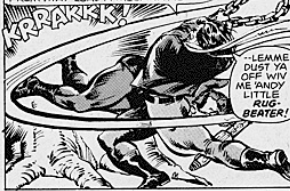


FEELIN' THE PACE, CHUM?

WELL, YOU AIN'T SEEN NUFFIN' YET!



AND WHILE YER LOAF'S STILL SPINNIN' FROM THAT LOAD'A MEGAWATTS--





SOME TIME LATER, STARS BLAZE AND PLANETS WHIRL AS CAPTAIN BRITAIN SLOWLY REGAINS CONSCIOUSNESS.

...UNAWARE THAT HE'S BEEN TAKEN TO AN ABANDONED
SPUR OF THE LONDON UNDERGROUND...

...AND WITH NO NOTION AS TO
WHY HIS CAPTORS HAVE STRAPPED
HIM INTO AN INCREDIBLE
APPARATUS!

THIS CHANGE
YOUR PLAN, GUY? NO--
MY CAPTAIN CAPTAIN
BRITAIN?

INDEED
IT DOES!

WHAT IRONY!
NOW I CAN USE
THIS NATION'S OWN
SUPERHERO TO
ENSLAVE ITS
PROUD MONARCH!

HUH? RUN
THAT BY ME
AGAIN,
GUY!

THE FATE OF BOTH
CAPTAIN AND QUEEN
LIES IN THIS
MYSTIC GEM!

A GEM UNEARTHED IN
MY ONE-TIME AFRICAN
SERFDOM OF UMBATI!

I SHALL
CLAMP THE
STONE IN THIS
HOLDING
DEVICE...

...AND SWITCH ON
A POWERFUL
BEAM OF
COHERENT LIGHT
...AIMED THROUGH
THE JEWELLED
LENS...

...SO THAT THE STONE'S RAYS FALL ON
THE "THIRD EYE" AREA OF THE
PRISONER'S BRAIN...

...THUS
BEGINNING
"OPERATION
TARGET
ROYAL!"





A PLETHORA OF PRONOUNCEMENTS UP FOR GRABS

ITEM! This week starts a new phase in the history of Super Spider-Man and the Titans as the mag returns to its original upright format. Much to our chagrin -- and we're sure yours, too -- we've had to drop two of our former features, Thor and The Invaders, and our centrespreads for the time-being; but don't fret, 'cause at Might Marvel nothing dies for long. Meanwhile, we certainly won't be left with blank pages filling the mag -- far from it! Ol' Web-Head gets into the swing of things with a brand-new storyline involving the return of that Spanish-Speaking spider-man, The Tarantula -- and, man, is that guy out for revenge! Next on tap is this week's epic installment of what many are calling the greatest battle of all time -- The Avengers vs. The Defenders! Once you've collected all the chapters, go back and read them all at once. It's just as great the second time around! The other two holdovers from the landscape format are the Star-Spangled Kid himself, Captain America, and everybody's favourite Armoured Avenger, Iron Man, both starring in their usual totally tremendous tales of action and adventure.

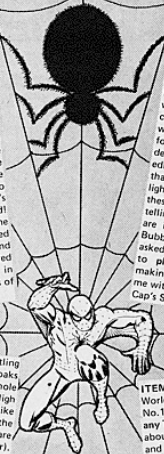
ITEM! Hey guess what? The Battling British Bullpen has been in Sevenoaks for six months now. Yup, it's a whole half a year since we up and left High Holborn (ah, nostalgia!). Seems like only yesterday we were told about the big move, and now--well, here we are (or "ici nous sommes" if you prefer). Trouble is though, people are still sending letters to our old address, and the Post Office is getting a mite fed up of forwarding them on. So could everyone please address all letters to the new address? Y'know: Tubs Hill House, London Road, Sevenoaks, Kent! Thanks, folks, we knew you'd help out!

ITEM! Welcome to the latest edition of the Mighty Marvel Bullpen Bulletins, on "Why Every True Blue Marvelite Should Buy All Our Mags!"

ITEM! Marvel's own Lion of London, Captain Britain, is in for some super-scintillatin' action in the upcoming weeks! In last week's issue, he began a five-part special Silver Jubilee epic classic! This week's instalment, in No. 38, is called "When Hero Turns Villain!", and, among other things, has Captain B. attacking -- Shock of story also brings in a new scripter whose name may be familiar to some of the older Marvelites among you. He's Jim Lawrence, and he's the guy who penned several of Doctor Strange's classic classics of days gone by. He was also one of the people responsible for some of the scripts at the now-defunct Atlas Comics Group. Atlas' than Captain Britain's own guiding light, Larrupin' Larry Lieber. So, with telling what great fun and excitement are in store for CB fans! (Oh, and Bubblin' Bob Budiansky "casually" asked me to mention that he happened to plot this five-part classic-in-the-making. Now will you stop threatening me with your personal real-life copy of Cap's Star Sceptre, Bob?).

ITEM! We could tell you about Mighty World of Marvel No. 248 and Fury No.16, both more than worthy of any True Believers' hard-earned shekels; about how MWOM stars The Hulk and Dracula, and Fury stars Sgt. Fury (Who else?), as well as Capt. Savage and other way-out war tales. Yes, we could, but we don't think we have to -- you know how great they are! Buy 'em both!

ITEM! All for now! See Ya!



Stan Lee PRESENTS: THE FANTASTIC FOUR!™

THE THING HAS VENTURED INTO SUBTERRANIA IN HOPES OF LEARNING THE SECRET OF MOLE MAN'S RADAR SENSE, AND THEREAFTER USING IT TO HELP HIS BLIND GIRLFRIEND, ALICIA.

JOHNNY STORM HAS LEARNED OF BEN'S PLAN AND IS NOW ALERTING REED AND SUE RICHARDS.

SUBTERRANEAN SIEGE!

REED, DARLING--
IS SOMETHING
WRONG? WHAT
IS IT?!

HOLD ON, SUE--
LET'S FIND OUT
WHAT IT IS BEFORE
WE START JUMPING
TO CONCLUSIONS!

ROY THOMAS-- WRITER/EDITOR
JOHN BUSCEMA-- ARTIST
JOE SINNOTT-- INKER
ARTIE SIMEX-- LETTERER



LET ME
ACTIVATE
THE VIZI-
PHONE,
AND THEN
WE'LL SEE
WHAT--

SUE--IT'S
JOHNNY!

--STORM,
CALLING
RED
RICHARDS!
COME IN,
REED--!



I'M HERE,
SON.
WHAT'S
UP?

YOU KNOW
I WOULDN'T
BUG YOU
IF I DIDN'T
THINK IT
WAS
IMPORTANT,
REED.

HERE'S THE
STRAIGHT
SCOOP--AT
LEAST WHAT
LITTLE I
KNOW
OF IT--!



MOMENTS LATER, WHEN THE
TORCH HAS FINISHED...

YOU WERE
RIGHT TO
CONTACT
US AT ONCE,
JOHNNY.

THIS
LOOKS
SERIOUS.

IF BEN'S GONE
AFTER THE
MOLE MAN,
FOR SOME
REASON--



--HE'S ALMOST CERTAIN
TO HAVE HEADED FOR
THE HOUSE THAT FIEND
BUILT AND DESTROYED!

I'LL MEET YOU
THERE--IN HALF
AN HOUR!

BUT DON'T DO
ANYTHING RASH--
LIKE ENTERING
THE RUINS ALONE!

STILL
TREATING
ME LIKE THE
NOT-TOO-
SWIFT
KID BROTHER,
EH, REED?

WELL, DON'T
WORRY YOUR
HEAD ABOUT ME,
LEADER-MAN...



IF ANYTHING'S
HARMED
THAT
OVERGROWN
CLUNK-HEAD...

SAVE YOUR
CONDOLENCES
FOR THE
MOLE MAN!

FLAME
ON!

I HAVE NO FEAR, JOHNNY
STORM--NOTHING HAS
HAPPENED YET TO THE
ARMoured AVATAR YOU
CALL THE THING--



BUT, HE LOOKS LIKE
HE MIGHT JUST BE
GETTING THERE--!

SNEESH!
I DUNNO
WHERE THIS
COCKAMAMEY
TUNNEL'S
LEADIN' ME...

BUT THIS
SURE AINT THE
SCENIC ROUTE
TO
WAXAHACHIE,
TEXAS!





WHAT IN--? KICK YOU THAT WUZ ONE'A MY SPECIAL PUNCHES!

YER SUPPOSED TA LIE DOWN AN' PLAY DEAD NOW--

--NOT PICK ME UP LIKE A SOGGY BEANBAG!



YOU WANNA PLAY ROUGH, DO YA, SILENT SAM?

OKAY, BABY-- YOU WANT IT--

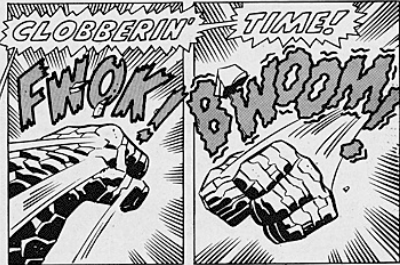
YOU GOT IT!



TO PARAPHRASE MY OL' PAL BUFFALO BOB--

"WHAT TIME IS IT, KIDS?"

IT'S



"WHEE-FW! IT TOOK THREE'A MY SUNDAY BEST TO LAY OUT THIS OVERGROWN TADPOLE-- WHATEVER IT IS.

IT'S ENUFF TA MAKE A SENSITIVE GUY LIKE ME START DOUBTIN' HIS MANHOOD.

YOU! MAN-LIKE CREATURE! YOU MAY APPROACH THE DIVINE PRESENCE.

YA DON'T SAY!



YOU INTEREST ME, GROTESQUE ONE. I WOULD LEARN MORE OF YOU-- FROM YOUR OWN LIPS.

BUT, YOUR HIGHNESS-- HE HAS SLAIN ONE OF YOUR SACRED MOUNTS!

SURELY, FOR SUCH AN AFFRONT, HE HIMSELF MUST BE SLAIN, NOT--

KEEP SILENT, LACKEY-- AND KEEP DISTANT!

YOU MEAN-- THAT THING BELONGS TO YOU-- LIKE A PET PONY?

BUT THE WAY IT WAS COMIN' AT YOU --I THOUGHT--



AND YOU WERE CORRECT, MY VALIANT DEFENDER.

THE KRAAWLS, AS WE ATLANTEANS TERM THEM, ARE A REBELLIOUS TYPE OF BEAST...

...WHICH FROM TIME TO TIME MAY BE KEPT IN LINE ONLY BY SPECIAL CHANTS KNOWN TO NONE BUT KALA.

"KALA... I TAKE IT THAT'S YOU."

BUT, YOU SAID... "WE ATLANTEANS..."!

I MAY NOT KNOW MUCH, LADY...

BUT THE SUB-MARINER YOU AINT'!



THE SUB-MARINER? I HAVE NEVER HEARD OF THE ONE OF WHOM YOU SPEAK.

BUT WE ARE DWELLERS ALL IN THE NETHERWORLD WHICH EXISTS BENEATH YOUR FEET... AND I AM KALA, ITS QUEEN.

I DIDN'T THINK YOU WUZ A SCULLERY MAID.

SCUL--? AHH... SOME BAROQUE ATTEMPT AT HUMOUR, I SEE.

PERHAPS A FEW MORE WORDS WILL SET YOUR MIND AT EASE...

I'M ALL EARS, QUEENIE.



"WE NETHERWORLDEERS ARE DESCENDANTS OF THE WONDROUS WARLORDS OF ONCE-MIGHTY ATLANTIS--WHOSE SURFACE-WORLD CIVILIZATION WAS ONCE THE GLORY OF THE UNIVERSE!"

"--AND OF NO DIRECT RELATION TO THAT OF NAMOR'S AMPHIBIOUS ATLANTIS. --ROY."



"THEN, LONG EONS AGO, A SERIES OF EARTH-QUAKES UNLEASHED GIGANTIC TIDAL WAVES--AGAINST WHICH EVEN ATLANTIS COULD NOT STAND."

"BUT, OUR MEN OF SCIENCE HAD PREPARED FOR SUCH CATASTROPHE--AND HAD CONSTRUCTED A VAST TRANSPARENT DOME OVER MOST OF OUR GREAT CITY-STATE--"



"--SO THAT, EVEN THOUGH IT WAS HURLED TO THE SHIFTING SEA-BOTTOMS--ATLANTIS SURVIVED!"

"IN FACT, IT THRIVED UNDER--AS WE WERE CAPABLE OF CREATING OUR OWN ATMOSPHERE WITHIN THE DOME--"



"YET, EACH YEAR, THE CITY SANK MORE DEEPLY INTO THE EARTH--"

"--TILL IT REACHED AT LAST THE CORE OF THE PLANET--"

"--WHERE IT NOW EXISTS AS--THE NETHERWORLD!"



BUT, I SHOULD SPEAK ONLY OF HAPPY TIMES... NOT OF SAD.

FOR, I AM JOURNEYING EVEN NOW TO JOIN MY BELOVED... MY BETROTHED...

PERHAPS YOU HAVE HEARD OF HIM.

HE IS CALLED... THE MOLE MAN.





AGREED! BUT, QUITE FRANKLY, THE REDOUBTABLE THING ISN'T DOING MUCH BETTER HIMSELF AT SIFTING THE FLOW OF EVENTS, AS...

YOUR NAME, THEN, IS **BEN GRIMM**? QUITE FASCINATING.

HAVE YOU NO OTHER NAME BY WHICH YOU ARE KNOWN?

SOME TITLE, PERHAPS? SOME HERITAGE OF NOBLE BIRTH?

NOT HARDLY. I--

WUZZAT SOUND?

MAYBE I'M JUST GETTIN' SPOOKED BY THE DARK, BUT--



SUBTERRANEANS!

YOUR BOY FRIEND AINT GOT AS GOOD MANNERS AS HE COULD, QUEENIE-- OR ELSE HE WOULDN'T SEND THESE CREEPS OUT TO GREET US!

THEY AINT COMIN' ON TOO FRIENDLY, EITHER!

WELL, COULD BE THAT BUSTIN' A FEW HEADS WILL STRAIGHTEN THINGS OUT.

AN' EVEN IF IT DON'T--IT'D MAKE YERS TRULY FEEL A LOT BETTER!

SO, I THINK I'LL JUST--



WOTTA REVOLTIN' DEVELOPMENT THIS IS!

IT WUZ A TRAP! ...AN' I WALKED RIGHT INTO IT!

I'M STRUCK --TO SOME KINDA SUPER-THICK WEBBING!

WELL, KALA CAN PROBABLY SET THINGS RIGHT, SOON AS SHE GETS HOLD OF OL' MOLEY, BUT JUST THE SAME--

HEY! NOW THE WEBBING'S BEIN' PULLED UP--TO AN UPRIGHT POSITION--

AN' RIGHT NOW, WHERE IT GOES-- I GO!

CONTINUED NEXT ISSUE!

Tell it to The CAPTAIN!



FRIEND OR FOE?

Dear British Bulletin,

I have just bought issue 28 of Captain Britain, and I now feel that it is time for me to air my views on this book.

I gave up your British Weeklies some two years ago, being tired of the boorish letters, the black and white format, and, most of all, the reprints. That is barely surprising, for I, like many other British fans, was worried about the possibility of your reprints catching up with the American books, and thus a discontinuation of the latter. Well since then you do seem to have had some trouble (putting two books together always suggests this) and I was hoping the end was near for you. You'll be happy to know my views have not changed, and I still await the death of U.K. Marvel. Nice, huh?

However it would seem that if your line did die, one book would live on; its name, Captain Britain. The characters are far from original, their only strength lies in the fact that they are British, and thus they are unique. Brian Braddock is just another "realistic" Marvel character thrown at us, but again, being British does help. The character's costume is uninspired, it does grow on you, but that doesn't make it right. And now we have the final insult, no colour. Yet the lead strip is good. I only said the concept was bad, but the actual handling is surprisingly different, in that it is superior to some U.S. books, and the equal of most.

The cover of issue 28 was a mess,

but consider: out of eight pages an artist has to pick a scene that is exciting and creative, so, he will have a few problems. Whoever drew this cover has more than problems, it was pathetic. The inside of the book is extremely fortunate in that it has the benefit of the work of four competent men. Gary Friedrich, writer of the Ghost Rider—right? He may not be the most famous, but I did find the plotting side of work interesting. Gary is helped by Larry Lieber, who just happens to be the Man's far-famed brother, and the writer of the origin tales of Iron Man and Thor. More recently, he was the man behind the capable, but inferior Atlas line of comics. So already we have two giants working for us. Next we have John Buscema, one of U.S. Marvel's most popular and demanding artists. His work is inked by Tom Palmer, who inked/inks Gene Colan on some of his greater artistic masterpieces. Both these artists are of the highest standard, having done outstanding work on titles like Thor, Hulk, Fantastic Four, Conan, Nova, Ms. Marvel, Dr. Strange, Dracula, and the Avengers. So one must admit that Captain Britain does have four very competent men at its helm.

We also have the supreme pleasure of rereading some of Stan Lee's last scripting efforts for Marvel, in the Fantastic Four back-up strip. We have the immortal SHIELD strip, with "King" Steranko at its head, and, finally, Marvel Team-Up's old tales. One question: when these different strips catch up with their U.S. namesakes, which one disappears from Britain, the U.K. reprint, or the American Monthly? I pray you say the U.K. reprint.

Thanks for the value, I'll be writing again. See ya soon, be good, and take it easy.

Donald Craig,
Edinburgh,
Scotland.

Although, judging by your remarks at the beginning of your letter, you can't really be described as a well-wisher of British Marvel, Donald, we do appreciate you pointing out the strength of the team that has been working on Captain Britain. Stan and the Gang are determined that C.B. should get only five-star treatment. And as for your question about the reprinted strips catching up with their U.S. counterparts... Fear not, for they ain't gonna catch up for a long, long time yet.

BEHIND THE MASK

Dear Bulletin,

What does Captain Britain look like under his mask? When Brian Braddock rubs his amulet, he gains muscles and agility, so surely his face must change too.

Onto another subject, how to

improve your comic. I think you should scrap Nick Fury and increase the length of the other titles so that we can catch up a bit on America. Also, someone told me that you print your American mags here because ours say "Marvel All-Colour Comics", whereas in America they say "Marvel Comics Group" on the top line.

So until Iron Man rusts, Make Mine Marvel!

David Elkan, RFO,
13, Temple Gardens,
Golders Green,
London NW11.

Those all-colour comics are not printed over here, David, they're printed in the States. What happens is this: when the quota of copies for Britain are about to be printed, the phrase "Marvel Comics Group", at the top of the front cover, is simply replaced with "Marvel All-Colour Comics", and then the presses start to roll again. The reason this phrase is printed on the copies intended for Britain is to distinguish them from the black and white Marvel Weeklies. And as to your question about what C.B. looks like under his mask—very ingenious, Tiger, but we reckon he still looks like good ol' Brian Braddock!



POWERS THAT BE

Dear All,

Fabulous, Stupendous, Marvel-land has done it again with yet another superb comic. It's name? Why, Captain Britain of course! The stories are great, and the best one to date was Captains Britain and America fighting that scarlet sneak, the Red Skull. My only complaint is that if the comic now has a glossy cover, why does it have the 10p price tag?

You should explore C.B.'s talents somewhat more. And as to that staff he carries, all we know about it is that it has four buttons, of which one creates a force field around Captain Britain.

Well, that's all for now.

Yours sincerely,

Neil Leslie,
St. Fergus, Peterhead,
Aberdeenshire AB4 7BT.

Captain Britain costs the same to produce as Mighty World of Marvel and Super Spider-Man (in fact a bit more) so it has the same 10p price tag, Neil. And you may have noticed that over the past few issues we've been exploring C.B.'s origins and talents so as to make his exact powers clearer. Of course his staff has now been replaced by the completely comic Star Sceptre—and, Pilgrim, you're gonna be seeing a whole lot more of that!

C.B. TEAMS UP

Dear Marvel Men and Women,

I buy your best comic, Captain Britain, every week, and I have every issue. I have sent off for the Captain Britain Chest Motif and Wrist Bands, and I have also obtained a Captain Britain badge. Will you be making available to British readers anything that comes out about Captain Britain?

When American Marvel publishes Captain Britain in Marvel Team-Up, will you be selling any copies over here? If you do I will gladly send my money off.

I hope Captain Britain goes on forever.

Thanks,

Keith Birdseye,
34, Hughenden Gardens,
Northolt, Middlesex.

When that Marvel Team-Up comic featuring C.B. is ready, we're not gonna offer it for sale, Keith, we're gonna publish it in Captain Britain! We know how all you C.B. freaks couldn't bear to miss the titanic team-up of the Amazing Spider-Man and Captain Britain, so we're printing it in your fave weekly in the not-too-distant future. Watch out for this simply sensational saga!



SHORT AND SHARP

Dear Stan and John,

I am writing to tell you how absolutely fantastic Captain Britain is. It is definitely the best comic you have ever produced.

The stories are very good, but John's art is not as good as in the Fantastic Four. It is like the early Avengers with Goliath in, but he can draw much better.

The best F.F. story so far was the one with Galactus and the Silver Surfer.

I think that Nick Fury is the only feature that spoils the mag. Why not replace him with the X-Men. When will they return?

Spider-Man Team-Up is the third best feature in C.B. The Torch is always there to help Spidey. I hope they make friends and start off a team.

Calling all Marvelites! Is there anyone out there with Champions No. 2, Nova No.1, Inhumans No. 1, Invaders No.1, or Omega No. 1? I will pay up to twenty pence for each comic, and all offers will be replied to.

Yours sincerely,

Howard Hodgson,
40, Lowshops Lane,
Rothwell, Leeds.

Phew! A quick rundown on the various features that make up this wondrous weekly, and then a request for back numbers of some American Monthlies—you sure packed a lot into that brief little missive, Howard! Has anyone out there got copies of those back numbers?

CAPTAIN BRITAIN MAILBAG
MARVEL COMICS, TUBS HILL HOUSE,
SEVENOAKS, KENT

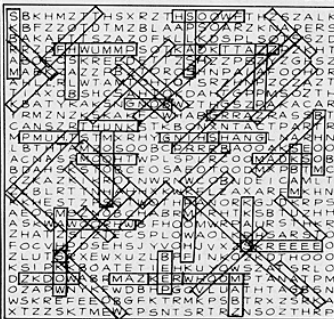


Stan Lee presents

CAPTAIN BRITAIN'S

FUN PAGE

ANSWERS TO LAST WEEK'S PUZZLE



INITIALS

PP PETER PARKER
CM CAPTAIN MARVEL
GR GHOST RIDER
IG INVISIBLE GIRL
MP MAY PARKER
SR SUE RICHARDS
HT HUMAN TORCH
CA CAPTAIN AMERICA
JB JOHNNY BLAZE
RJ RICK JONES
BP BLACK PANTHER
CB CAPTAIN BRITAIN
BW BLACK WIDOW
IF IRON FIST
JS JOHNNY STORM OR JOSHUA STARR
DH DAIMON HELLSTROM
IM IRON MAN
NF NICK FURY
BG BEN GRIMM
MM MATT MURDOCK

Stan Lee **NICK FURY, AGENT OF S.H.I.E.L.D.!**
PRESENTS: SUPREME HEADQUARTERS INTERNATIONAL ESPIONAGE LAW-ENFORCEMENT DIVISION

INTRODUCTION...TO AN EARTH-SHATTERING EPIC OF COSMIC DOOM!...EDITED BY **STAN LEE**...PLOTTED BY **ROY THOMAS**...WRITTEN BY **ARCHIE GOODWIN**...ILLUSTRATED BY **FRANK SPRINGER**...LETTERED BY **A. SIMEK**



WHAT'S GOIN' ON?!

WHAT KINDA SET-UP IS THIS, P?!

WHY'D YA SUCK OUR PLANE INTO THIS HIDDEN DISNEYLAND OF YOURS?!

WHAT IN BLAZES DO YA WANT WITH US, P?!

WITH YOU AND THE REST OF THE SAVAGES CALLED HUMANS, COLONEL FURY...P

...NOTHING!?



THEN WHY HOLD RANDALL AN' ME... RIGHT, CLIFF? CLIFF? WHAT'S WRONG, P WHY DON'T YA SAY SOMETHIN', P?!

SORRY, COLONEL... THERE'S SOMETHING ABOUT THIS PLACE... I... I... DON'T KNOW...

I... CAN'T EXPLAIN IT...!

IN THE APPROACHING HOURS, ALL ANSWERS WILL BE FORTH-COMING...

THE GREAT MOMENT IS AT HAND... THE GATEWAY ABOUT TO OPEN...

AND WE, WHO IN THIS BARBAROUS BIT OF TIME AND SPACE CALL OURSELVES THE OTHERS, SHALL AT LAST ESCAPE...

...THOUGH IT MEANS THE UTTER DESTRUCTION OF THIS DIMENSIONAL PRISON YOU CALL...EARTH!





MISTER, I DUNNO WHAT YOU GOT IN MIND, BUT I AINT ABOUT TO JUST PLAY PATTYCAKE WHILE YA MAKE IT HAPPEN!

CLIFF! DON'T STAND THERE LIKE SOME KINDA ZOMBIE! THESE BOZOS ARE TALKIN' ABOUT DESTROYIN' THE EARTH!

THE HUMAN BECOMES ANNOYING... TAKE HIM AWAY!

IF HE PERSISTS... ANNIHILATE HIM!

PAL, YA DON'T KNOW WHAT PERSISTIN' IS...



BUT I'M JUST ABOUT TO SNOW YA!

RANDALL, ARE YA NUTS? MOVE! OUR WORLD'S AT STAKE... WE'RE BREAKIN' OUT!

WHAT'S BUGGIN' YA? I CAN'T FIGHT ALONE... THESE CREEPS ALONE... GET CRACKIN'! THAT'S AN ORDER!

C-COLONEL, I'M SORRY, I DON'T KNOW WHY... I-I JUST CAN'T!

CAN'T? LITTEN...

FER EARTH'S SAKE... YA GOTTA WELD! YA GOTTA!



D'YA HEAR ME, RANDALL?! YA GOTTA...



RANDALL, YA GOTTA...



...WAKE UP! WE'RE HITTIN' THE APPROACH TO SHIELD'S FAR-WESTERN BASE... TIME TO TAKE OVER FROM THE AUTO-PILOT!

THE TEST TRIP FOR THIS NEW HIGH ALTITUDE ROCKET CRUISER AINT NO TIME TO TRY LANDIN' IN YOUR SLEEP!

YA SEEM SHOOK, CLIFF... EVER THING OKAY?

I-I'M... FINE, COLONEL... JUST HAD A DOOZY OF A NIGHTMARE... THAT'S ALL!

VA CAN TELL ME ABOUT IT
ONCE THIS HUNK-A ROMAN
CANDLE'S DOWN!

X-277

N-NO... IT'S
NOTHING... REALLY
NOTHING!

A ROUTINE TEST FLIGHT, ONE MAN'S TROUBLED DREAM... HURL NICK FURY TOWARD THE FEARFUL
MOMENT WHEN...

"DOOM MUST FALL!"

THIS'LL BE A LONG LAYOVER!
COULD BE A LITTLE SACKTIME
IS JUST WHAT WE BOTH NEED!

H-HUH... WHAT?
ER... OH, SURE...
YOU'RE PROBABLY
RIGHT!

FOR A DREAM
THAT WAS *NOTHIN'*,
IT SURE SEEMS TO
HAVE LEFT RANDALL
SPOOKED!

I DON'T GET IT...
HE'S ALWAYS BEEN
SHIELD'S TOP
FLYBOY... COOL
AS ICE...

...S' FUNNY!

I DECIDED TO
CO-JOCKEY THIS
TEST RUN TO KEEP
MY MIND OFF WORRYIN'
OVER VAL AND THE
TROUBLE SHE'S IN...

SO FIRST THING,
I START SWEATIN'
ABOUT CLIFF
RANDALL INSTEAD!

ONCE A SERGEANT,
ALWAYS A MOTHER
HEN!

WHILE, IN THE QUARTERS OF THE SHIELD PILOT...

GOT TO GET HOLD
OF MYSELF... GOT
TO FORGET THAT...

GOOD LORD!

MY
REFLEC-
TION...

IT... IT'S ME, AND
YET... IT'S LIKE
ONE OF THOSE
DREAM CREATURES...

ONE OF THE...
THE... OTHERS!

AND THE DREAM-HAUNTED CLIFF RANDALL
IS NOT ALONE IN BEING JOLTED FROM
RELAXATION...

COLONEL FURY!
PRIORITY
ALERT!

THE PRESIDENT AND
THE U.N. SECURITY
COUNCIL ARE BEING
NOTIFIED.

REPORT IMMEDIATELY
TO THE OBSERVATRON
CHAMBER! THIS IS A
FULL SCALE
EMERGENCY...

...CONDITION
RED!

WITH THE ECHOING
CLANGOR OF STEEL DOORS
BEHIND HIM, THE SHIELD
HAMMOCK BURSTS INTO
THE CAVERNOUS CHAMBER
HOUSING THE OPTICALLY-
SOPHISTICATED AND POWERFUL
TELESCOPIC-PROBE...
THE OBSERVATRON!

AWRIGHT!
WHAT'S THE
PROBLEM,?!

THE SQUAWK BOX MADE
IT SOUND LIKE THE
BIGGEST THING SINCE
HENNY-PENNY THOUGHT
THE SKY WAS FALLIN'!

SIR...THAT'S A
LOT CLOSER
TO THE TRUTH
THAN ANY OF
US CARE TO
THINK!



I DON'T SEE ANYBODY SMILIN' LIKE THEY'RE PUTTIN' ME ON... SUPPOSE YOU TALK, I'LL LISTEN!

IT STARTED WITH ROUTINE OBSERVATION OF THE ASTEROID BELT BETWEEN MARS AND JUPITER...

ROUTINE UNTIL ONE OF THE LARGER PLANETOIDS SEEMED TO CAREEN VIOLENTLY FROM ORBIT, AND INTO A NEW PATH!

COLONEL FURY... THAT NEW PATH IS A COLLISION COURSE WITH EARTH!



AN IF IT HITS... WHAT KINDA DAMAGED?

NOT IF, SIR... WHEN! DAMAGE MAY BE THE WRONG WORD ALSO... I'D USE DESTRUCTION...

...TOTAL!

IT... JUST DON'T SEEM POSSIBLE...

BY ALL NATURAL LAWS, AS WE KNOW THEM, IT ISN'T!

THEN, THAT LEAVES UNNATURAL!



WE THOUGHT OF THAT, COLONEL... AT THE UNBELIEVABLE SPEED IT'S HEADING FOR EARTH, SOMETHING HAS TO BE DRAWING IT!

BUT SEE FOR YOURSELF... THE OBSERVATRON'S WHOLE DETECTION SYSTEM...

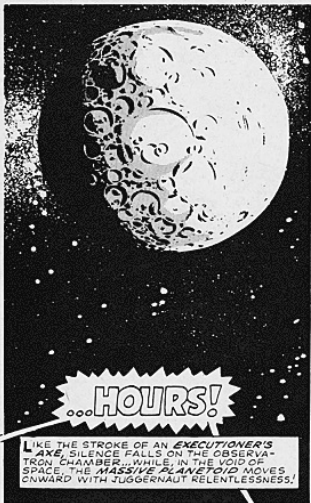
...REGISTERS NOTHING BUT GOOSE EGGS... ZERO!

MEANTIME, THAT BIG BALL'A DOOM KEEPS CREEPIN' CLOSER! PRETTY SOON, ALL THE REGULAR OBSERVATORIES WILL START PICKIN' IT UP...

FROM THERE ON, IT'LL BE PANIC RIGHT TO THE END!

HOW MANY DAYS YA FIGURE WE GOT BEFORE THEN?

COLONEL FURY... I'M... I'M... SORRY... WE DON'T FIGURE DAYS, BUT...



...HOURS!

LIKE THE STROKE OF AN EXECUTIONER'S AXE, SILENCE FALLS ON THE OBSERVATRON CHAMBER... WHILE, IN THE VOID OF SPACE, THE MASSIVE PLANETOID MOVES ONWARD WITH JUGGERNAUT RELENTLESSNESS!



BUT, AS THE ROCKET-POWERED CRUISER SCARS TOWARDS ITS DESTINATION AT ULTRA-SONIC SPEEDS...





ONLY...IT WASN'T
REALLY A DREAM!
I REALIZE THAT
NOW...IT WAS
MORE A
PREMONITION!

A FORESHADOW-
ING OF WHAT
DEEP DOWN I'VE
KNOWN MUST
HAPPEN!

IN THE PRESENCE
OF THE COLLECTIVE
INTELLIGENCE ALL
KNOWLEDGE IS SOON
REGAINED!

HE IS
THE
LAST
ONE!

THE TIME OF
WAITING IS AT AN
END! WE STAND
BUT MOMENTS
FROM THE OPENING
OF THE GATEWAY!

CLIFF, I AINT
ABOUT TO
ARGUE WITH
YA...

BUT WHAT THE
SAM HILL'S HAPPENIN'?
WHO ARE THESE
GUYS? ARE THEY
FRIENDLY, OR...

IN THIS WORLD
OF YOURS, WE ARE...
THE OTHERS!

WHERE HUMANS ARE
CONCERNED, WE ARE
AT BEST INDIFFERENT,
AT WORST...REVULSED!

WE ARE NOT INTERESTED
IN YOU, BARBARIAN...
ONLY IN THE PRODIGAL
WHO ACCOMPANIES YOU!

THE
PRODIGAL?
WHO...?



HE MEANS ME, NICK...!
IT'S ALL GRADUALLY
COMING BACK... I'M
ONE OF THEM!



ONE OF 'EM? BUT
THEY'RE PROBABLY
THE ONES PULLIN'
DOWN THAT
PLANET! TO
CLOBBER THE WHOLE
EARTH!

YOU DO
IF YOU'RE
ONE OF
THE
OTHERS!

CLIFF, I KNOW YA!
YA BEEN WITH SHIELD
FOR YEARS... AN' A
GOOD MAN... YA DON'T
JUST SHRUG OFF
SOMETHIN' LIKE THAT
AN FORGET IT!

ENOUGH! TALK IS
WEARYING AND
DECADENT! WE MUST
MAKE THE DESCENT!

GUESS I'M
A SAP
TALKIN' TO
RANDALL
LIKE THAT...



...WHY
SHOULD
ANY OF IT
MEAN
SOMETHIN'
TO HIM... IF
HE AINT
HUMAN?!

BETTER
PLAY IT
LOOSE AN'
SEE WHAT
I LEARN,
THEN
MAKE MY
BREAK...
I CAN!

ONCE
BELOW,
THE CO-
ORDINATOR
WILL
DECIDE
THE
HUMAN'S
FATE!

NIGHTMARE
REALITY!

AFTER HELPING CAPTAIN AMERICA DEFEAT SEVERAL AGENTS OF THE INTERNATIONAL TERROR ORGANIZATION A.I.M., YOUR FRIENDLY NEIGHBOURHOOD SPIDER-MAN IS WHISKED ABOARD THE S.H.I.E.L.D. HELI-CARRIER TO HEAR NICK FURY SAY...

A.I.M.'S GOT ONE OF OUR MISSILE TELEMETRY SYSTEMS STASHED IN QUEENS!

NOW I NEED A COUPLE'A VOLUNTEERS TO GET IT BACK FOR US!

COUNT ME IN!

WHAT ABOUT SPIDER-MAN?

HE'LL HAVE TO SPEAK FOR HIMSELF!

BUT SINCE YOU ALREADY KNOW HOW SPIDEY RESPONDS TO CHALLENGES, LET'S SWITCH SCENES FOR...

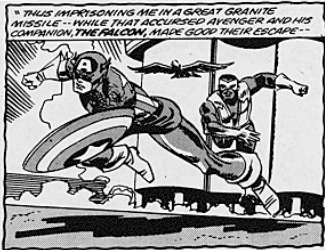
CHAOS IN QUEENS!

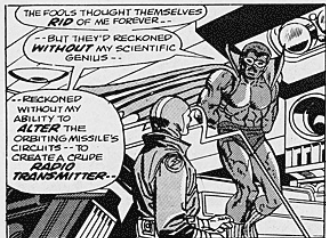
IN A REMOTE AREA OF THAT NEW YORK CITY BOROUGH LURKS ONE OF A.I.M.'S HIDDEN HEADQUARTERS!

...WHICH AT THE MOMENT HAS A MOST UNEXPECTED GUEST...

...THE GREY GARGOYLE!

SCRIPT BY LEIN WEIN
ART BY GIL KANE AND FRANK GIACOIA
LETTERED BY JUNE BRAVERMAN
EDITED BY ROY THOMAS





THE FOOLS THOUGHT THEMSELVES
RID OF ME FOREVER --

-- BUT THEY'D RECKONED
WITHOUT MY SCIENTIFIC
GENIUS --

-- RECKONED
WITHOUT MY
ABILITY TO
ALTER THE
ORBITING MISSILE'S
CIRCUITS -- TO
CREATE A CRUDE
RADIO
TRANSMITTER --



-- A TRANSMITTER I
UTILIZED TO CONTACT
YOUR **SUPERIORS** --

-- AND THUS ARRANGE
THE BUSINESS DEAL THAT
HAS LED TO MY **RETURN**!



"IT WAS A **SIMPLE** MATTER FOR A.I.M.'S
SUPER-WEAPONRY TO **BLAST** MY ORBITING
PRISON FROM THE SKY --



-- AT PRECISELY THE CORRECT ANGLE TO
RETURN ME TO **NEW YORK** --

"-- ENCASED IN A PROTECTIVE
SHELL OF **STONE**! *

*SEE C.B. #36



NOW, WITHIN MERE
HOURS, IT SHALL BE
THE **GREY GARGOYLE**
AND A.I.M. WHO WILL
CONTROL THOSE
JEALOUS SKIES --

-- AND THE
MISERABLE
PLANET
WHIRLING
BELOW!

THE **GREY GARGOYLE**
AND A.I.M. WHO WILL
RULE **SUPREME**!



SKRASHH!

YOU WOULDN'T WANT TO **BET** ON THAT --

--WOULD YOU, ROCKY?

WHA--P



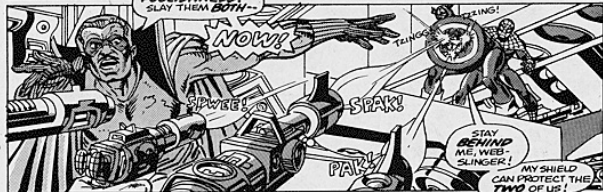
CAPTAIN AMERICA!

YOUR VARIOUS TALENTS NEVER CEASE TO **AMAZE** ME!

HEY--WHAT ABOUT **ME**, BRICK-BRAIN?

I'M AS TALENTED AS THE **NEXT** GUY!

ENOUGH **FOOLISHNESS!** SLAY THEM BOTH--



NOW!

SPWEE!

SPAK!

PAK!

STAY **BEHIND** ME, WEB-SLINGER!

MY **SHIELD** CAN PROTECT THE **TWO** OF US!



THE OFFER'S **APPRECIATED**, AVENGER--

--BUT I'M A **BIG BOY**, NOW--

--AND SPIDER-MAN CAN TAKE CARE OF **HIMSELF!**



A LITTLE SUPER-STICKY **WEBBING** SHOULD HANDLE **STONE-FACE** THEN --

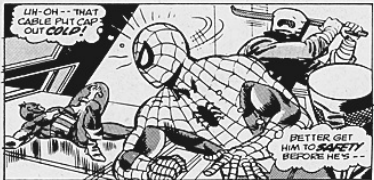
FOOL! YOUR **WEBBING** WILL HANDLE **NOTHING** --

--WHEN, BY **MERELY TOUCHING** MY **RIGHT HAND** --



--IT IS **TURNED TO STONE** --

--AND **SHATTERS** -- **UNABLE** TO **SUPPORT ITS OWN WEIGHT!**





--CLOBB--
--UURKK--

TOO DISTRACTED
BY **HEAD** TO NOTICE
THAT DUDE SNEAKING
UP **BEHIND** ME--!



UUHHNN--BRAINS FEEL LIKE
OATMEAL--

--BUT I CAN'T
STAY DOWN--

GOTTA GET
UP BEFORE
IT'S--



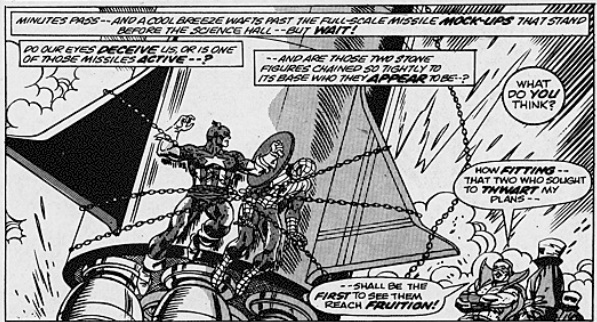
--TOO LATE,
SPIDER-MAN--

--MUCH
TOO LATE!



THE BATTLE
IS OVER--

--AND THE
GREY
GARGOYLE
IS
TRIUMPHANT
AT LAST!



MINUTES PASS--AND A COOL BREEZE WAFTS PAST THE FULL-SCALE MISSILE **MOCK-UPS** THAT STAND
BEFORE THE SCIENCE HALL--BUT **WAIT!**

DO OUR EYES **DECEIVE** US, OR IS ONE
OF THOSE MISSILES **ACTIVE**--?

--AND ARE THOSE TWO STONE
FIGURES CHAINED SO TIGHTLY TO
ITS BASE WHO THEY **APPEAR** TO BE--?

WHAT
DO YOU
THINK?

HOW **FITTING**--
THAT TWO WHO SOUGHT
TO **THWART** MY
PLANS--

--SHALL BE THE
FIRST TO SEE THEM
REACH **FRUITION!**

WITHIN MOMENTS, THEY
--AND A I. M.'S UNIQUE
ANTI-GRAVITY
MISSILE-- SHALL BE
FIRED **SPACEWARD**--

--AND **THERE**, THEIR
UNSEEING EYES WILL WITNESS
THE ACTIVATION OF A
SATELLITE OF MY OWN
DESIGN--

THEN THE
WORLD
SHALL **BOW**
BEFORE ME--!

THEN THEY SHALL
ACCEDE TO MY
DEMANDS--

--A **SATELLITE**
WHOSE **POWER-BEAM**
IS CAPABLE OF TURNING
ENTIRE **CITIES** TO LIFE-
LESS **STONE**!--

--OR I WILL CARVE A
PATH OF **DESTRUCTION** ACROSS
THIS PLANET SUCH AS HAS NEVER
BEEN **SEEN** BEFORE!--

THE IRREVERSIBLE
COUNTDOWN
HAS BEGUN--

--AND THERE IS
NOTHING
CAPTAIN AMERICA
OR SPIDER-MAN
CAN DO TO **STOP**
IT--

--FOR IT WILL BE
ALMOST AN **HOURL**
BEFORE THE
EFFECTS OF MY
STONE-TOUCH
WEAR OFF--

--AND BY THEN,
THEY WILL BOTH
BE QUITE
DEAD!--

NOW **THAT** IS ONE
DEPRESSING
THOUGHT!--

NO--
IT CAN'T
BE--!

BUT IT IS,
GARGOYLE--

--IT
IS!--

Y-YOU'RE
ALIVE!--!

--AND KICKING,
SWEETHEART!--

IMPOSSIBLE! MY TOUCH OF STONE HAS NEVER FAILED BEFORE!

IT DID **THIS** TIME! PERHAPS THE UNIQUE **VENOM** THE VIPER INJECTED ME WITH *HAD SOMETHING TO DO WITH IT--!

HEAVEN ONLY KNOWS WHAT SAVED **SPIDER-MAN**--!



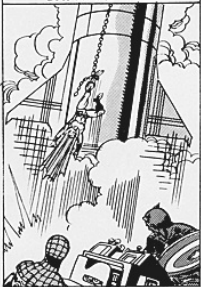
STILL, I DON'T HAVE TIME RIGHT NOW TO PUZZLE OUT THE ANSWERS FOR CERTAIN!

GOT TO GET THE GARGOYLE AWAY FROM THE CONTROL PANEL--OR ELSE

STAR-SPANGLED FOOL! SUCH A SIMPLE FALL CAN NOT HARM A BEING MADE OF RAW **STONE!**



THEN, THE GROUND **SHUDDERS**-- IT **SNAKES**-- AS A GREAT, GLEAMING SPIRE ERUPTS **SKYWARD**--



AS SOON AS I REGAIN MY FEET, I SHALL--
WHA--?



THAT CHAIN-- CAUGHT AROUND MY ANKLE--!

STOP THE **COUNTDOWN!**

IN PITY'S NAME--
STOP THE COUNTDOWN!!



--IT'S SAVAGE **ROAR** DROWNING OUT THE SCREAMS OF A ROUGH-HEWN GREY FIGURE WHO VANISHES WITH IT INTO THE VOID.

THE GARGOYLE IS **GONE**-- VICTIM OF THE FATE HE INTENDED FOR **US!**



AND IT COULDN'T HAVE HAPPENED TO A **NICER** GUY!

WELL, CAP, IT'S GETTING **LATE**-- AND EVEN A **SPIDER** NEEDS HIS **REST!**



KEEP YOUR **SHIELD** SHINY, HERO! I'LL SEE YOU **AROUND!**

GOODBY TO THE SAVAGE **SUB-MARINER!**

15
1977
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SPECIAL
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MARVEL TREASURY EDITION

CONAN

THE BARBARIAN

50p

THE CIMMERIANS
GREATEST ADVENTURES
CO-STARRING

RED SONJA

SHE DEVIL WITH A SWORD

JB
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THE MOST SAVAGE
SWORD-AND-SORCERY
HERO OF ALL!

ON SALE NOW!